

**APPLICATION FOR PERMISSION TO ACQUIRE CONTROL OF PAYDAY LENDER LICENSEE
PURSUANT TO § 6.1-452 OF THE CODE OF VIRGINIA**

INFORMATION AND INSTRUCTIONS

This application is required by § 6.1-452 of the Code of Virginia. Generally, any person seeking to acquire, directly or indirectly, twenty-five percent or more of the voting shares of a corporation or a twenty-five percent or more ownership interest in any other person licensed to conduct business under Chapter 18 of Title 6.1 of the Code of Virginia must complete and file this application. Additional information, attachments, and/or documents must be filed on **8 1/2" x 11"** paper.

The following documents must be submitted with the application:

1. A check for \$500 payable to the Treasurer of Virginia. The application fee is not refundable.
2. A list of the **applicant's directors, senior officers** (persons who are not more than three levels of management removed from the CEO of the applicant), **members, trustees, partners and principals** (persons who own, directly or indirectly, 10% or more of the applicant) showing the name, title, address and percentage of ownership. An applicant who is an individual need not comply with this item.
3. A list of the **proposed new directors and senior officers of the payday lender licensee to be acquired** showing name, title, address and percentage of ownership.
4. A properly executed, current (less than 90 days old) Personal Financial Report and Disclosure Statement form for **each director, senior officer, member, trustee, partner and principal of the applicant** and for **each proposed new director and senior officer of the payday lender licensee to be acquired** on form CCB-1123 (Rev. 12/04). **Proposed outside directors** (persons who will not be paid employees of the payday lender licensee to be acquired or its parent) may elect to use the limited financial report form CCB-1143 (Rev.12/04). *The report must be executed with original signature(s).* Personal Financial Report and Disclosure Statement forms are confidential.
5. An Employment and Business Affiliation Disclosure Form, CCB-1150, for each person required to file a Personal Financial Report and Disclosure Statement form.
6. Financial statements of the **applicant** and of the **payday lender to be acquired**. Furnish the most recent audited statements available as well as current (less than 90 days old) internal statements. The applicant's financial statement should be filed on form CCB-1123 (Rev. 12/04) if the applicant is an individual.
7. A statement giving details of the nature and scope of the proposed acquisition.
8. A copy of the purchase agreement.
9. A list of at least three business references (preferably from within the financial services industry) who can attest to the character, reputation, experience, financial responsibility, and general fitness of the **applicant, its directors, senior officers, members, trustees, partners and principals** and of the **proposed new directors and senior officers of the licensee to be acquired**. Each reference listed should include a contact name and title, institution, mailing address, and telephone number.
10. Authorization form(s) CCB-1149 for a reference from a bank or depository institution with which the applicant or its principals, members, partners, or trustees have had a deposit account for at least one year. (Form CCB-1149 and bank references are confidential.)

The Bureau will review the application and accompanying materials for completeness upon receipt. Satisfactory completion of all requested materials triggers the Code of Virginia's required investigation period. Thus, full and complete answers given at the outset of the application process serve to prevent unnecessary time delays.

As a general rule, documents filed with the Bureau of Financial Institutions become part of the public record. Except as permitted or required by law, the following shall be kept confidential: Personal Financial Report and Disclosure Statements, other documents which disclose personal account information, financial statements for sole proprietors, and information which could endanger the safety and soundness of a depository institution. Upon request, the Bureau will consider for confidential treatment any other documents or portions of the application that the applicant considers of a proprietary and personal nature. The request for confidential treatment must discuss the justification for the requested treatment, specifically demonstrating the harm (for example, loss of competitive position or invasion of privacy) that may result from public release of the information. Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); and (2) specifically separated and labeled "Confidential". The Bureau will advise the applicant if the request for confidentiality cannot be honored.

To view the entire Confidentiality Policy Statement of the Bureau of Financial Institutions or to download this application form or a related form, visit the Bureau's website at www.scc.virginia.gov/division/banking.

Inquiries concerning licensing and the preparation and filing of an application should be directed to the Bureau of Financial Institutions, Post Office Box 640, Richmond, Virginia 23218-0640. Telephone: (804) 371-9690; FAX: (804) 371-9416.

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**Bureau of Financial Institutions
State Corporation Commission
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218-0640**

The undersigned, _____
(Name and Address of Applicant)

_____,
hereby applies to the State Corporation Commission pursuant to § 6.1-452 of the Code of Virginia for permission to
acquire direct or indirect ownership, control or power to vote _____ shares (_____%) of the voting stock
of, or _____% ownership interest in:

(Title of Payday Lender)

(Street Address)

(City, State and Zip)

The applicant currently holds _____ shares (_____%) of the voting stock of, or _____% ownership interest
in the company.

All inquiries concerning this application may be directed to: (Name, Mailing Address, Telephone Number and
E-mail Address)

CERTIFICATION

The undersigned, being duly sworn, states that he/she has executed the foregoing application under § 6.1-452 of the
Code of Virginia; that he/she has authority to execute and file such application; and that to his/her knowledge,
information and belief, such application contains no misstatement of a material fact nor omits a material fact called
for.

Name (Type or Print)

Signature

Sworn to and subscribed before me this _____ day of _____, _____.

Notary Public